

**CORPORATE GOVERNANCE REPORT**

Company Name : LARSEN & TOUBRO INFOTECH LIMITED  
 Quarter : March 2019

<b>I. Composition of Board of Directors</b>										
Title	Name of the Director	PAN <sup>§</sup>	DIN	Category (Chairperson/Executive/Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ cessation	Date of cessation	Tenure* (in years)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity #	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
(Mr./ Ms.)								(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Anilkumar Manibhai Naik	AAAPN6700G	00001514	Non-Executive - Non Independent Director, Chairperson related to Promoter	23-12-1996	-	-	3	0	0
Mr.	Sekharipuram Narayanan Subrahmanyam	AMHPS2019N	02255382	Non-Executive - Non Independent Director	10-01-2015	-	-	4	2	0
Mr.	Sanjay Jalona	AAKPJ6495N	07256786	Executive Director, CEO & MD	10-08-2015	-	-	1	1	0
Mr.	Ramamurthi Shankar Raman	AAFPS2542C	00019798	Non-Executive - Non Independent Director	28-10-2015	-	-	5	4	0
Mr.	Sudhir Chaturvedi	AGYPC6578R	07180115	Executive Director	09-11-2016	-	-	1	1	0
Mr.	Samir Thakorbhai Desai	AYKPD1408M	01182256	Non-Executive - Independent Director	01-04-2017	-	48	2	2	0
Mr.	Mukund Manohar Chitale	AABPC3022H	00101004	Non-Executive - Independent Director	01-04-2017	-	60	6	8	4
Ms.	Vedika Bhandarkar	AEUPB2687J	00033808	Non-Executive - Independent Director	16-03-2015	-	60	4	10	5
Mr.	Arjun Gupta	BATPG1033R	07320919	Non-Executive - Independent Director	28-10-2015	-	60	2	0	0
Mr.	Sanjeev Aga	AAAPA2497D	00022065	Non-Executive - Independent Director	09-11-2016	-	60	5	5	2
Mr.	Sudip Banerjee	AANPB2951Q	05245757	Non-Executive - Independent Director	20-05-2017	-	60	4	2	0

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

# Includes No. of Chairmanship in Public Companies.

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>§</sup>
1. Audit Committee	Mukund Manohar Chitale	Chairperson, Non-Executive - Independent Director
	Samir Thakorbhai Desai	Member, Non-Executive - Independent Director
	Sekharipuram Narayanan Subrahmanyam	Member, Non-Executive - Non Independent Director
	Vedika Bhandarkar	Member, Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Samir Thakorbhai Desai	Chairperson, Non-Executive - Independent Director
	Anilkumar Manibhai Naik	Member, Non-Executive - Non Independent Director
	Sekharipuram Narayanan Subrahmanyam	Member, Non-Executive - Non Independent Director
	Arjun Gupta	Member, Non-Executive - Independent Director
3. Stakeholders Relationship Committee	Vedika Bhandarkar	Chairperson, Non-Executive - Independent Director
	Sanjay Jalona	Member, Executive Director
	Sudhir Chaturvedi	Member, Executive Director

§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

Other Committees not disclosed as not part of standard report

<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
Oct 24, 2018	Jan18, 2019	85	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<i>Audit Committee (Jan 18, 2019)</i>	Yes	Oct 24, 2018	85
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<i>Subject</i>	<i>Compliance Status (Yes/ No/ N. A.)</i>		<i>If status is "No", details of Non-Compliance may be given</i>
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	N.A.		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
<b>Note</b>			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2. If status is "No" details of non-compliance may be given here.			
<b>VI. Affirmations</b>			<b>Yes/ No/ N.A.</b>
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:			
a. Audit Committee			Yes
b. Nomination & remuneration committee			Yes
c. Stakeholders relationship committee			Yes
d. Risk management committee (applicable to the top 100 listed entities)			N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:			Yes
6. Information provided in this report is based upon the disclosures received by us			Yes
<b>For Larsen &amp; Toubro Infotech Limited</b>			
Manoj koul Company Secretary & Compliance Officer			

**Affirmations required at the end of the financial year 2018-19**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/ Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.: Yes.

**For Larsen & Toubro Infotech Limited**

**Manoj Koul**  
**Company Secretary & Compliance Officer**